

Bahan Mata Acara

**Rapat Umum Pemegang Saham Tahunan
(RUPST) PT TIMAH (Persero) Tbk**

Tahun Buku 2025

Jakarta, 12 Juni 2026



Mata Acara Rapat (1/7)



Mata Acara Rapat Pertama

Persetujuan Laporan Tahunan dan Pengesahan Laporan Keuangan Konsolidasian Perseroan, Persetujuan Laporan Tugas Pengawasan Dewan Komisaris, termasuk Pengesahan Penyajian Kembali Laporan Keuangan Konsolidasian Tahun Buku 2024 dan Tahun Buku 2023, serta Pengesahan Laporan Keuangan Program Pendanaan Usaha Mikro dan Usaha Kecil (“PUMK”) Tahun Buku 2025, sekaligus Pemberian Pelunasan dan Pembebasan Tanggung Jawab sepenuhnya (volledig acquit et de charge) kepada Direksi atas Tindakan Pengurusan Perseroan dan Dewan Komisaris atas Tindakan Pengawasan Perseroan yang Telah Dijalankan selama Tahun Buku 2025.

Dasar Hukum

1. Pasal 66 juncto, Pasal 67, Pasal 68, Pasal 69 dan Pasal 78 Undang – undang No. 40 Tahun 2007 tentang Perseroan Terbatas (“UUPT”);
2. Permen BUMN No. 1/2023 tentang Penugasan Khusus dan Program Tanggung Jawab Sosial dan Lingkungan Badan Usaha Milik Negara (“Permen BUMN No.1/2023”), yang mengatur bahwa Laporan Keuangan Program PUMK dan laporan pelaksanaan program Tanggung Jawab Sosial dan Lingkungan (TJSL) disampaikan dan menjadi satu kesatuan dengan Laporan Berkala dan Laporan Tahunan Perseroan dengan Laporan Berkala dan Laporan Tahunan Perseroan yang bersangkutan;
3. Pasal 19 ayat (2) dan ayat (3) Anggaran Dasar Perseroan.

Penjelasan

1. Laporan Tahunan Perseroan termasuk Laporan Tugas Pelaksanaan Pengawasan Dewan Komisaris selama Tahun Buku 2025 telah disampaikan pada situs web Perseroan;
2. Laporan Keuangan konsolidasian Perseroan yang di dalamnya mencakup Laporan Pelaksanaan Program Tanggung Jawab Sosial dan Lingkungan yang berakhir pada tanggal 31 Desember 2025 telah diaudit oleh Kantor Akuntan Publik Purwanto Susanti dan Surja (“EY”) laporan nomor 00795/2.1505/AU.1/02/1179-1/1/IV/2026 tanggal 22 April 2026 dengan opini wajar dalam semua hal yang material”;
3. Penyajian Kembali Laporan Keuangan Konsolidasian Tahun Buku 2024 dan Tahun Buku 2023;
4. Laporan Keuangan Program Pendanaan Usaha Mikro dan Usaha Kecil untuk Tahun Buku yang berakhir pada tanggal 31 Desember 2025 diaudit oleh Kantor Akuntan Publik Purwanto Susanti dan Surja (“EY”) sesuai Laporan Nomor 01227/2.1505/AU.2/02/1179-1/1/IV/2026 tanggal 30 April 2026 dengan opini wajar.

Mata Acara Rapat (2/7)



Mata Acara Rapat Kedua

Persetujuan Penggunaan Laba Bersih Perseroan untuk Tahun Buku 2025.

Dasar Hukum

1. Pasal 70 dan 71 Undang – undang No. 40 Tahun 2007 tentang Perseroan Terbatas (“UUPT”) yang mensyaratkan untuk penggunaan laba Perseroan ditetapkan oleh RUPS;
2. Pasal 27 ayat (2) Anggaran Dasar Perseroan.

Penjelasan

Penggunaan laba tahun berjalan yang dapat distribusikan kepada pemilik entitas induk Tahun Buku 2025.



Mata Acara Rapat (3/7)



Mata Acara Rapat Ketiga

Penetapan Gaji/Honorarium berikut Fasilitas dan Tunjangan Tahun Buku 2026, serta Remunerasi atas Kinerja Tahun Buku 2025 bagi Pengurus Perseroan.

Dasar Hukum

1. Pasal 96 ayat (1) dan Pasal 113 Undang – undang No. 40 Tahun 2007 tentang Perseroan Terbatas (“UUPT”) yang menyatakan bahwa remunerasi termasuk diantaranya gaji/honorarium berikut fasilitas dan tunjangan serta tantiem atas tahun buku sebelumnya bagi anggota Direksi dan Dewan Komisaris Perseroan ditetapkan oleh RUPS;
2. Pasal 27 ayat (2) Anggaran Dasar Perseroan.

Penjelasan

Pemberian gaji/honorarium berikut fasilitas dan tunjangan untuk Tahun Buku 2026 dan remunerasi atas kinerja Tahun Buku 2025 sesuai dengan ketentuan yang berlaku.



Mata Acara Rapat (4/7)



Mata Acara Rapat Keempat

Penetapan Akuntan Publik dan/atau Kantor Akuntan Publik untuk Mengaudit Laporan Keuangan Konsolidasian Perseroan dan Laporan Keuangan Program PUMK untuk Tahun Buku 2026.

Dasar Hukum

1. Pasal 3 ayat (1) dan ayat (2) POJK No. 9/2023 yang mengharuskan untuk menunjuk Akuntan Publik dan Kantor Akuntan Publik pada RUPS Tahunan Perseroan;
2. Pasal 33 ayat (3) Permen BUMN No. 1/2023 ("**Permen BUMN No. 1/2023**");
3. Pasal 22 ayat (2) huruf c, Pasal 22 ayat (3) dan (4) Anggaran Dasar Perseroan.

Penjelasan

1. Penunjukan Akuntan Publik dan/atau Kantor Akuntan Publik Purwanto Susanti dan Surja ("EY") yang akan mengaudit Laporan Keuangan Konsolidasian Perseroan, Laporan Keuangan Program Pendanaan Usaha Mikro dan Usaha Kecil (PUMK), serta Laporan lainnya untuk Tahun Buku 2026;
2. Penetapan imbalan jasa audit dan persyaratan lainnya bagi Akuntan Publik dan/atau Kantor Akuntan Publik tersebut pada butir 1 dan butir 2 huruf a, serta menunjuk Akuntan Publik dan/atau Kantor Akuntan Publik Pengganti dalam hal Akuntan Publik dan/atau Kantor Akuntan Publik sebagaimana butir 1 dan butir 2 huruf a tersebut di atas, karena sebab apapun tidak dapat menyelesaikan pemberian jasa audit Laporan Keuangan Konsolidasian Perseroan Tahun Buku 2026, dan/atau periode lainnya pada Tahun Buku 2026, serta Laporan Keuangan Program PUMK Tahun Buku 2026, termasuk menetapkan imbalan jasa audit dan persyaratan lainnya bagi Akuntan Publik dan/atau Kantor Akuntan Publik Pengganti tersebut.

Mata Acara Rapat (5/7)



Mata Acara Rapat Kelima

Pendelegasian Kewenangan Persetujuan Rencana Jangka Panjang Perusahaan (“RJPP”) Tahun 2026-2030 dan Rencana Kerja dan Anggaran Perusahaan (“RKAP”) Tahun 2027 beserta Perubahannya dari RUPS kepada Pihak yang ditunjuk RUPS.

Dasar Hukum

Pasal 18 ayat (5) dan (6) Anggaran Dasar Perseroan.

Penjelasan

Pemberian kuasa dan wewenang kepada Dewan Komisaris Perseroan untuk menyetujui RJPP Perseroan Tahun 2026-2030 dan RKAP Perseroan Tahun 2027 beserta perubahannya.



Mata Acara Rapat (6/7)



Mata Acara Rapat Keenam

Perubahan Anggaran Dasar Perseroan.

Dasar Hukum

1. Peraturan Badan Pusat Statistik Nomor 7 Tahun 2025 tentang Klasifikasi Baku Lapangan Usaha Indonesia (Peraturan BPS 7/2025);
2. Peraturan Pemerintah Nomor 28 Tahun 2025 tentang Penyelenggaraan Perizinan Berusaha Berbasis Risiko (PP 28/2025);
3. Surat Menteri Investasi dan Hilirisasi/Kepala Badan Koordinasi Penanaman Modal Nomor B-69.S/PI.08/A.1/2026 tanggal 27 Maret 2026 perihal Penyampaian Surat Edaran Bersama tentang Implementasi Penyesuaian Klasifikasi Baku Lapangan Usaha Indonesia 2025 dalam Penyelenggaraan Perizinan Berusaha Berbasis Risiko.

Penjelasan

Perubahan Anggaran Dasar Perseroan Pasal 3 tentang Maksud dan Tujuan serta Kegiatan Usaha dalam rangka penyesuaian Klasifikasi Baku Lapangan Usaha (KBLI).



Mata Acara Rapat (7/7)



Mata Acara Rapat Ketujuh

Perubahan Pengurus Perseroan.

Dasar Hukum

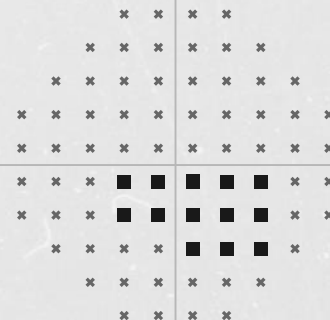
1. UU BUMN;
2. Anggaran Dasar Perseroan.

Penjelasan

Pergantian Direksi Perseroan yang telah berakhirnya masa jabatan periode pertama Bapak Suhendra Yusuf Ratuprawiranegara selaku Direktur Usaha Pengembangan Perseroan, sehubungan dengan pengangkatan beliau sebagai direktur pada BUMN lain.



TERIMA KASIH



Agenda Materials

Annual General Meeting of Shareholders (AGMS) of PT TIMAH (Persero) Tbk for the Financial Year 2025

Jakarta, June 12 2026



Meeting Agenda (1/7)



The First Agenda Item

Approval of the Annual Report and Ratification of the Company’s Consolidated Financial Statements, Approval of the Board of Commissioners’ Oversight Report, including the Ratification of the Restatement of the Consolidated Financial Statements for the 2024 Financial Year and 2023 Financial Year, as well as the Ratification of the Financial Statements of the Micro and Small Business Funding Program (“PUMK”) for the 2025 Financial Year, and simultaneously granting a full release and discharge (volledig acquit et de charge) to the Board of Directors for their management actions and the Board of Commissioners for their oversight actions carried out during the 2025 Financial Year.

Regulatory Framework

1. Article 66 juncto Article 67, Article 68, Article 69, and Article 78 of Law No. 40 of 2007 on Limited Liability Companies (“LLC”) ;
2. Minister of State-Owned Enterprises Regulation No. 1/2023 on Special Assignments and Corporate Social and Environmental Responsibility Programs of State-Owned Enterprises (“**SOE 1/2023**”), which stipulates that the Financial Statements of the PUMK Program and the implementation report of the Corporate Social and Environmental Responsibility (CSER) program shall be submitted and form an integral part of the respective Company’s Periodic Reports and Annual Reports;
3. Article 19 paragraph (2) and paragraph (3) of the Company’s Articles of Association.

Explanation

1. Company’s Annual Report, including the Report on the Oversight Tasks Executed by the Board of Commissioners during the 2025 Financial Year, has been made available on the Company’s website;
2. The Company’s Consolidated Financial Statements, which include the Implementation Report of the Corporate Social and Environmental Responsibility Program for the year ended December 31, 2025, have been audited by the Public Accounting Firm of Purwanto, Sungkoro & Surja (“**EY**”) as per Report No. 00795/2.1505/AU.1/02/1179-1/1/IV/2026 dated April 22, 2026, with an opinion of "presents fairly, in all material respects";
- * 3.* The Restatement of the Consolidated Financial Statements for the 2024 Financial Year and 2023 Financial Year;
- * 4.* The Financial Statements of the Micro and Small Business Funding Program (PUMK) for the Financial Year ended December 31, 2025, were audited
* * * by the Public Accounting Firm of Purwanto, Sungkoro & Surja (“**EY**”) as per Report No. 01227/2.1505/AU.2/02/1179-1/1/IV/2026 dated April 30, 2026,
* * * with fair opinion.

Meeting Agenda (2/7)



The Second Agenda Item

Approval on the Utilization of the Company’s Net Profit for the 2025 Financial Year.

Regulatory Framework

1. Articles 70 and 71 of Law No. 40 of 2007 on Limited Liability Companies (“LLC”), which require that the utilization of the Company's profit shall be determined by the General Meeting of Shareholders (GMS);
2. Article 27 paragraph (2) of the Company’s Articles of Association.

Explanation

Appropriation of the profit for the year attributable to owners of the parent entity for the 2025 Financial Year.



Meeting Agenda (3/7)



The Third Agenda Item

Determination of Salary/Honorarium including Benefits and Allowances for the 2026 Financial Year, as well as Performance-Based Remuneration for the 2025 Financial Year for the Management of the Company.

Regulatory Framework

1. Article 96 paragraph (1) and Article 113 of Law No. 40 of 2007 on Limited Liability Companies (“LLC”), which state that the remuneration, including salary/honorarium, benefits, allowances, and bonuses for the previous financial year for the members of the Board of Directors and the Board of Commissioners of the Company, shall be determined by the General Meeting of Shareholders (GMS);
2. Article 27 paragraph (2) of the Company’s Articles of Association.

Explanation

The granting of salary/honorarium including benefits and allowances for the 2026 Financial Year, and performance-based remuneration for the 2025 Financial Year, in accordance with the prevailing regulations.



Meeting Agenda (4/7)



The Fourth Agenda Item

Appointment of a Public Accountant and/or a Public Accounting Firm to Audit the Company's Consolidated Financial Statements and the Financial Statements of the PUMK Program for the 2026 Financial Year.

Regulatory Framework

1. Article 3 paragraph (1) and paragraph (2) of POJK No. 9/2023, which require the appointment of a Public Accountant and a Public Accounting Firm at the Company's Annual General Meeting of Shareholders;
2. Article 33 paragraph (3) of the Regulation of the Minister of State-Owned Enterprises No. 1/2023 ("SOE 1/2023");
3. Article 22 paragraph (2) letter c, Article 22 paragraph (3) and (4) of the Company's Articles of Association.

Explanation

1. Appointment of Public Accountant and/or Public Accounting Firm Purwanto, Sungkoro & Surja ("EY") to audit the Company's Consolidated Financial Statements, the Financial Statements of the Micro and Small Business Funding (PUMK) Program, as well as other reports for the 2026 Financial Year;
2. Determination of the audit fees and other terms for the said Public Accountant and/or Public Accounting Firm as referred to in item 1 and item 2 letter a, as well as the appointment of a Substitute Public Accountant and/or Public Accounting Firm in the event that the Public Accountant and/or Public Accounting Firm as referred to in item 1 and item 2 letter a above, for any reason whatsoever, is unable to complete the provision of audit services for the Company's Consolidated Financial Statements for the 2026 Financial Year, and/or other periods in the 2026 Financial Year, as well as the Financial Statements of the PUMK Program for the 2026 Financial Year, including the determination of the audit fees and other terms for such Substitute Public Accountant and/or Public Accounting Firm.

Meeting Agenda (5/7)



The Fifth Agenda Item

Delegation of Authority from the GMS to the Party Appointed by the GMS to Approve the Company’s Long-Term Plan (“RJPP”) for the Years 2026-2030 and the Company’s Work Plan and Budget (“RKAP”) for the Year 2027, along with any Amendments thereto.

Regulatory Framework

Article 18 paragraphs (5) and (6) of the Company’s Articles of Association.

Explanation

The granting of power and authority to the Company’s Board of Commissioners to approve the Company’s RJPP for the Years 2026-2030 and the Company’s RKAP for the Year 2027, along with any amendments thereto.



Meeting Agenda (6/7)



The Sixth Agenda Item

Amendments to the Company’s Articles of Association.

Regulatory Framework

1. Regulation of the Central Bureau of Statistics No. 7 of 2025 on the Indonesian Standard Industrial Classification (Regulation of BPS No. 7/2025);
2. Government Regulation No. 28 of 2025 on the Implementation of Risk-Based Business Licensing (GR 28/2025);
3. Letter of the Minister of Investment and Downstream Industry/Head of the Investment Coordinating Board No. B-69.S/PI.08/A.1/2026 dated March 27, 2026, regarding the Submission of the Joint Circular Letter on the Implementation of the 2025 Indonesian Standard Industrial Classification Adjustments in the Implementation of Risk-Based Business Licensing.

Explanation

Amendments to Article 3 of the Company’s Articles of Association regarding the Purposes and Objectives and Business Activities in the framework of adjustment to the Indonesian Standard Industrial Classification (KBLI).



Meeting Agenda (7/7)



The Seventh Agenda Item

Changes in the Composition of the Management of the Company.

Regulatory Framework

1. Law on State-Owned Enterprises;
2. The Company's Articles of Association.

Explanation

Change of the Company's Board of Directors following the end of the first term of office of Mr. Suhendra Yusuf Ratuprawiranegara as Director of the Company's Business Development, in connection with his appointment as director at another BUMN.



THANK YOU

